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**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

_____)	
In re:)	Case No. 12-12020 (MG)
)	
RESIDENTIAL CAPITAL, LLC, <u>et al.</u> ,)	Chapter 11
)	
Debtors.)	Jointly Administered
_____)	

**NOTICE OF (I) FILING OF REVISED PROPOSED ORDER CONFIRMING
SECOND AMENDED JOINT CHAPTER 11 PLAN PROPOSED BY
RESIDENTIAL CAPITAL, LLC, ET AL. AND THE OFFICIAL
COMMITTEE OF UNSECURED CREDITORS AND (II) HEARING TO
CONSIDER ENTRY OF THE REVISED PROPOSED CONFIRMATION ORDER**

PLEASE TAKE NOTICE that on November 13, 2013, the debtors and debtors in possession in the above-captioned cases (collectively, the “Debtors”) and the official committee of unsecured creditors (the “Creditors’ Committee” and together with the Debtors, the “Plan Proponents”) filed the proposed *Order Confirming First Amended Joint Chapter 11 Plan Proposed by Residential Capital, LLC, et al. and the Official Committee of Unsecured Creditors* [Docket No. 5723].

PLEASE TAKE FURTHER NOTICE that on November 18, 2013, the Plan Proponents filed the revised *Order Confirming First Amended Joint Chapter 11 Plan Proposed*

by Residential Capital, LLC, et al. and the Official Committee of Unsecured Creditors [Docket No. 5855] (the “Confirmation Order”).

PLEASE TAKE FURTHER NOTICE that on December 3, 2013, the Plan Proponents filed the *Second Amended Joint Chapter 11 Plan Proposed by Residential Capital, LLC et al. and the Official Committee of Unsecured Creditors* [Docket No. 5993] (the “Second Amended Plan”).

PLEASE TAKE FURTHER NOTICE that the Plan Proponents hereby submit the revised proposed *Order Confirming Second Amended Joint Chapter 11 Plan Proposed by Residential Capital, LLC, et al. and the Official Committee of Unsecured Creditors* (the “Revised Confirmation Order”), annexed hereto as Exhibit 1. A comparison of the Confirmation Order and the Revised Confirmation Order is attached hereto as Exhibit 2.

PLEASE TAKE FURTHER NOTICE that a copy of the Revised Confirmation Order may be obtained via PACER at <http://www.nysb.uscourts.gov> or from the Debtors’ restructuring website at www.kccllc.net/rescap.

PLEASE TAKE FURTHER NOTICE that objections to the Revised Confirmation Order, solely with respect to the findings and conclusions relating to the treatment of the Junior Secured Notes Claims proposed in the Second Amended Plan, must be filed and served so as to be received no later than **Monday, December 9, 2013 at 5:00 (ET)**.

PLEASE TAKE FURTHER NOTICE that a hearing to consider entry of the Revised Confirmation Order, as it may be further amended, will be held before the Honorable Martin Glenn, at the United States Bankruptcy Court for the Southern District of New York, Alexander Hamilton Custom House, One Bowling Green, New York, New York 10004-1408, Room 501 on **December 11, 2013 at 10:00 a.m. (ET)** (the “Hearing”).

PLEASE TAKE FURTHER NOTICE that parties who wish to participate in the Hearing telephonically must make arrangements through CourtCall, subject to compliance with the CourtCall procedures attached hereto as Exhibit 3. Reservations for telephonic participation must be made in sufficient time to participate in the Hearing by calling CourtCall at (888) 882-6878 pursuant to the CourtCall procedures attached hereto. Counsel appearing at the Hearing should be on the telephone no later than 9:45 a.m. (Prevailing Eastern Time) to make his or her appearance on the record, identifying counsel's name and each of the parties on whose behalf counsel is appearing, so that the Hearing may commence promptly at 10:00 a.m. (Prevailing Eastern Time).

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Dated: December 5, 2013

Respectfully submitted,

/s/ Gary S. Lee

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